

RECORDATION NO 18916-G FILED

JUN 24 '97

2-55 PM

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

June 24, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Mortgage and Security Agreement Supplement No. 5 and Partial Release Agreement, dated June 24, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Mortgage and Security Agreement, dated as of July 28, 1994, which was previously filed with the Commission under Recordation Number 18916.

The names and addresses of the parties to the enclosed document are:

Debtors: Greenbrier Leasing Corporation
Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Secured Party: The Prudential Insurance Company of America
Four Gateway Center
100 Mulberry Street
Newark, New Jersey 07102

A description of the railroad equipment and leases covered by the enclosed document is attached as Exhibit A-1 to the Security Agreement and represents a complete restatement of all railcars encumbered.

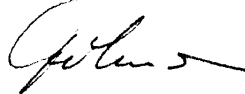
Counterpart - J. M. Lester

Mr. Vernon A. Williams
June 24, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Robert W. Alvord', written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

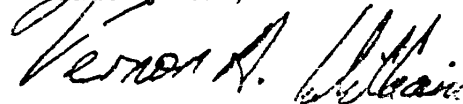
Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

DATE: 6/24/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 6/24/97 at 2:55PM, and
assigned recordation number(s). 15504-0000, 15504-PPPP, 18916-G and 20406-A.

Sincerely Yours,

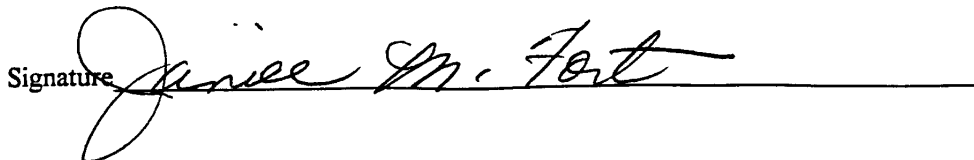


Vernon A. Williams
Secretary

Enclosure(s)

\$ 96.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



JUN 24 '97

2-55 PM

**MORTGAGE AND SECURITY AGREEMENT SUPPLEMENT NO. 5
AND
PARTIAL RELEASE AGREEMENT
(containing a complete restatement of all railcars encumbered)**

This Mortgage and Security Agreement Supplement No. 5 is dated as of June __, 1997 ("Supplement No. 5") and is by and among GREENBRIER RAILCAR, INC. ("Railcar"), GREENBRIER LEASING CORPORATION (the "Company"), and THE PRUDENTIAL INSURANCE COMPANY OF AMERICA (the "Security Agent") as Security Agent for the holders of the Notes.

WITNESSETH:

WHEREAS, capitalized terms used herein shall have the respective meanings set forth in that certain Note Agreement among the parties hereto dated as of May 31, 1994 (the "Note Agreement") and in that certain Mortgage and Security Agreement among the parties hereto dated as of July 28, 1994 filed at the Interstate Commerce Commission on July 28, 1994 under recordation number 18916 (the "Security Agreement");

WHEREAS, since the filing of that certain Mortgage and Security Agreement Supplement No. 4 and Partial Release Agreement dated as of May 30, 1997 ("Supplement No. 4"), certain items of Equipment described on Exhibit A thereto have been sold, lost, stolen, or destroyed and Railcar and the Company have elected to substitute in place thereof the replacement items of Equipment set forth on Exhibit 1 hereto (the "Replacement Equipment") and Railcar and the Company each desire to grant to Security Agent for the benefit of Holders a security interest in the Replacement Equipment;

WHEREAS, Section 3.05 of the Security Agreement requires the Company and Railcar to supplement the Security Agreement to identify the Replacement Equipment and any leases thereof. Leases covering the Replacement Equipment are described on Exhibit 2 hereto. Exhibit 2 also describes new, changed, or replacement leases covering Equipment;

WHEREAS, certain items of Equipment set forth on Exhibit A as Amended have had AAR reporting marks and numbers changed and Railcar and the Company now desire to substitute the current AAR reporting marks for such changed AAR reporting marks as set forth on Exhibit 3 hereto;

WHEREAS, the Company and Railcar have requested, and in consideration of the grant of the security interest in the Replacement Equipment, Security Agent has agreed to release its security interest in some of the Equipment as described on Exhibit 4;

WHEREAS, Exhibit A to the Security Agreement is being completely amended and restated a fifth time to reflect the substitution of the Replacement Equipment as described in Exhibit 1, the leases covering such Replacement Equipment as described in Exhibit 2, the items of Equipment which have had AAR reporting marks and numbers changed as described in Exhibit 3, and the items of Equipment which have been

released as described in Exhibit 4. Such fifth amendment and restatement is attached hereto as Annex A;

NOW THEREFORE, Railcar, the Company and Security Agent each hereby agrees as follows:

1. To secure the prompt payment of the principal of, and Yield-Maintenance Amount, if any, and interest on, and all other amounts due with respect to, all Notes from time to time outstanding and the performance and observance by the Borrowers of all the agreements, covenants and provisions contained herein, in the Note Agreement and in the Notes, and for the uses and purposes and subject to the terms and provisions hereof, and in consideration of the premises and of the covenants herein contained, and of the acceptance of the Notes by the Holders thereof, the Borrowers have granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged and confirmed, and do hereby grant, bargain, sell, assign, transfer, convey, mortgage, pledge and confirm, unto the Security Agent, its successors and assigns, for the security and benefit of the Holders from time to time, a security interest in and mortgage lien on all estate, right, title, and interest (including without limitation, the estate, right, title, and interest set forth in clauses (1) through (7) of the Granting Clause of the Security Agreement) of the Borrowers in, to and under the following described property, rights, interests and privileges (which collectively are included within the Estate): (a) the Replacement Equipment listed on Exhibit 1 attached hereto and all improvements, replacements, substitutions, accessories, and additions thereto; (b) Leases listed on attached Exhibit 2 attached hereto and all leases and agreements to lease now or hereafter in effect and relating in any way to the Replacement Equipment and all Lease Payments; and (c) all proceeds of all of the foregoing.

2. This grant of a security interest is made under and pursuant to the terms of the Security Agreement which terms are hereby incorporated by reference into this Supplement No. 5.

3. Security Agent hereby absolutely and unconditionally releases and discharges its security interest and any other rights, title or interest which it may have in the items of Equipment described on Exhibit 4. Security Agent agrees that it will execute, acknowledge and deliver such further releases, termination statements, assignments and other further assurances pursuant to this Supplement No. 5 as may be reasonably requested by Railcar or the Company in order to effectuate the release of the such Equipment.

4. Exhibit A as Amended is amended and restated in its entirety a fifth time in the form of Annex A attached hereto to reflect all substitutions, replacements, and releases of Equipment made herein.

5. Except as otherwise set forth herein, the Security Agreement shall continue unmodified and in full force and effect. The provisions of the Security Agreement shall apply to the Replacement Equipment and all Leases and Lease Payments in respect thereof as if such Replacement

Equipment, Leases and Lease Payments had been originally made part of Exhibit A to the Security Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement No. 5 to be duly executed by their respective, duly authorized officers as of this June ____, 1997.

GREENBRIER RAILCAR, INC.

By:

Norris M. Webb
Vice President

GREENBRIER LEASING CORPORATION

By:

Norris M. Webb
Executive Vice President

THE PRUDENTIAL INSURANCE COMPANY
OF AMERICA, as Security Agent

By:

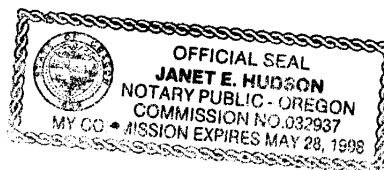
[Signature]
Vice President

JK

STATE OF OREGON)
)
County of Clackamas) SS.

The foregoing instrument was acknowledged before me this 20th day of June, 1997 by NORRISS M. WEBB, Vice President of GREENBRIER RAILCAR, INC.

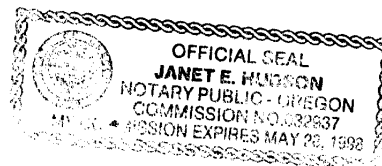
Janet E. Hudson
Notary Public for Oregon
My Commission Expires on 5/28/97



STATE OF OREGON)
)
County of Clackamas) SS.

The foregoing instrument was acknowledged before me this 20th day of June, 1997 by NORRISS M. WEBB, Executive Vice President of GREENBRIER LEASING CORPORATION.

Janet E. Hudson
Notary Public for Oregon
My Commission Expires on 5/28/97



STATE OF CALIFORNIA)
)
County of Los Angeles) SS.

The foregoing instrument was acknowledged before me this ____ day of _____, 1997 by _____, the _____ of THE PRUDENTIAL INSURANCE COMPANY OF AMERICA.

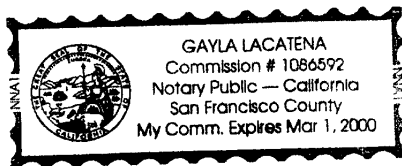
Notary Public Signature
My Commission Expires on _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No. 5907

State of CaliforniaCounty of San FranciscoOn June 23, 1997 before me, Gayla Lacatena, Notary Public
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"personally appeared Joseph Alouf
NAME(S) OF SIGNER(S)

☒ personally known to me - OR - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Gayla Lacatena
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- ☐ INDIVIDUAL
☒ CORPORATE OFFICER

Vice PresidentTITLE(S)

- ☐ PARTNER(S) ☐ LIMITED
☐ GENERAL

- ☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER: _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

The Prudential Insurance
Company of America

DESCRIPTION OF ATTACHED DOCUMENTMortgage and Security AgreementTITLE OR TYPE OF DOCUMENTNUMBER OF PAGESDATE OF DOCUMENTSIGNER(S) OTHER THAN NAMED ABOVE

EXHIBIT 1
TO MORTGAGE AND SECURITY
AGREEMENT SUPPLEMENT NO. 5

Replacement Equipment

<u>OWNER</u>	<u>RAILCAR NUMBER</u>
GLC	CBNS 1301 through CBNS 1389, inclusive (89 railcars).
GLC	WCRC 65300 through WCRC 65399, inclusive (100 railcars).
GLC	ISRR 8700 through 8749, inclusive (50 railcars)

The above described railcars replace those railcars described on Exhibit 4.

**EXHIBIT 2
TO MORTGAGE AND SECURITY
AGREEMENT SUPPLEMENT NO. 5**

Description of Leases for Replacement Equipment

Rider No. 1 to a Lease Agreement dated as of April 1, 1996, by and between Greenbrier Leasing Corporation, as lessor and Railtex Service Company, Inc. as lessee (R1-11).

Rider No. 2 to a Lease Agreement dated as of April 1, 1996, by and between Greenbrier Leasing Corporation, as lessor and Railtex Service Company, Inc. as lessee (R1-8).

**EXHIBIT 3
TO MORTGAGE AND SECURITY
AGREEMENT SUPPLEMENT NO. 5**

Railcar Mark Or Number Changes

Old Mark Number	New Mark Number	Old Mark Number	New Mark Number	Old Mark Number	New Mark Number
SOO 55245	CBNS 901173	SOO 55102	CBNS 901289	SOO 55079	MNA 901175
SOO 55105	CBNS 901180	SOO 55106	CBNS 901290	SOO 55082	MNA 901176
SOO 55134	CBNS 901181	SOO 55109	CBNS 901292	SOO 55100	MNA 901177
SOO 55136	CBNS 901182	SOO 55110	CBNS 901293	SOO 55104	MNA 901179
SOO 55139	CBNS 901185	SOO 55111	CBNS 901294	SOO 55137	MNA 901183
SOO 55141	CBNS 901187	SOO 55113	CBNS 901295	SOO 55144	MNA 901190
SOO 55142	CBNS 901188	SOO 55116	CBNS 901298	SOO 55146	MNA 901192
SOO 55143	CBNS 901189	SOO 55117	CBNS 901299	SOO 55147	MNA 901193
SOO 55145	CBNS 901191	SOO 55126	CBNS 901308	SOO 55152	MNA 901198
SOO 55148	CBNS 901194	SOO 55127	CBNS 901309	SOO 55153	MNA 901199
SOO 55149	CBNS 901195	SOO 55129	CBNS 901311	SOO 55155	MNA 901200
SOO 55150	CBNS 901196	SOO 55130	CBNS 901312	SOO 55156	MNA 901201
SOO 55151	CBNS 901197	SOO 55131	CBNS 901313	SOO 55161	MNA 901206
SOO 55157	CBNS 901202	SOO 55133	CBNS 901315	SOO 55162	MNA 901207
SOO 55158	CBNS 901203	SOO 55020	MNA 901100	SOO 55163	MNA 901208
SOO 55159	CBNS 901204	SOO 55021	MNA 901101	SOO 55164	MNA 901209
SOO 55160	CBNS 901205	SOO 55022	MNA 901102	SOO 55165	MNA 901210
SOO 55167	CBNS 901212	SOO 55023	MNA 901103	SOO 55166	MNA 901211
SOO 55168	CBNS 901213	SOO 55024	MNA 901104	SOO 55169	MNA 901214
SOO 55171	CBNS 901216	SOO 55027	MNA 901107	SOO 55173	MNA 901217
SOO 55175	CBNS 901219	SOO 55028	MNA 901108	SOO 55178	MNA 901221
SOO 55177	CBNS 901220	SOO 55029	MNA 901109	SOO 55181	MNA 901224
SOO 55179	CBNS 901222	SOO 55033	MNA 901113	SOO 55182	MNA 901225
SOO 55180	CBNS 901223	SOO 55034	MNA 901114	SOO 55183	MNA 901226
SOO 55184	CBNS 901227	SOO 55036	MNA 901116	SOO 55186	MNA 901228
SOO 55187	CBNS 901229	SOO 55038	MNA 901118	SOO 55188	MNA 901230
SOO 55191	CBNS 901233	SOO 55040	MNA 901120	SOO 55189	MNA 901231
SOO 55193	CBNS 901235	SOO 55041	MNA 901121	SOO 55190	MNA 901232
SOO 55197	CBNS 901239	SOO 55042	MNA 901122	SOO 55192	MNA 901234
SOO 55199	CBNS 901241	SOO 55043	MNA 901123	SOO 55198	MNA 901240
SOO 55200	CBNS 901242	SOO 55045	MNA 901125	SOO 55203	MNA 901245
SOO 55202	CBNS 901244	SOO 55048	MNA 901128	SOO 55205	MNA 901247
SOO 55204	CBNS 901246	SOO 55050	MNA 901130	SOO 55213	MNA 901255
SOO 55206	CBNS 901248	SOO 55052	MNA 901132	SOO 55214	MNA 901256
SOO 55207	CBNS 901249	SOO 55054	MNA 901134	SOO 55217	MNA 901258
SOO 55208	CBNS 901250	SOO 55057	MNA 901137	SOO 55220	MNA 901261
SOO 55209	CBNS 901251	SOO 55061	MNA 901141	SOO 55221	MNA 901262
SOO 55211	CBNS 901253	SOO 55062	MNA 901142	SOO 55226	MNA 901267
SOO 55212	CBNS 901254	SOO 55063	MNA 901143	SOO 55228	MNA 901269
SOO 55216	CBNS 901257	SOO 55067	MNA 901147	SOO 55230	MNA 901271
SOO 55218	CBNS 901259	SOO 55070	MNA 901150	SOO 55231	MNA 901272
SOO 55219	CBNS 901260	SOO 55071	MNA 901151	SOO 55232	MNA 901273
SOO 55222	CBNS 901263	SOO 55072	MNA 901152	SOO 55242	MNA 901283
SOO 55223	CBNS 901264	SOO 55073	MNA 901153	SOO 55243	MNA 901284
SOO 55224	CBNS 901265	SOO 55074	MNA 901154	SOO 55249	MNA 901286
SOO 55225	CBNS 901266	SOO 55075	MNA 901155	SOO 55114	MNA 901296
SOO 55229	CBNS 901270	SOO 55077	MNA 901157	SOO 55119	MNA 901301
SOO 55234	CBNS 901275	SOO 55086	MNA 901161	SOO 55123	MNA 901305
SOO 55236	CBNS 901277	SOO 55088	MNA 901163	SOO 55124	MNA 901306
SOO 55237	CBNS 901278	SOO 55090	MNA 901165	SOO 55125	MNA 901307
SOO 55238	CBNS 901279	SOO 55091	MNA 901166	SOO 55132	MNA 901314
SOO 55240	CBNS 901281	SOO 55092	MNA 901167	SOO 55215	MNA 901316
SOO 55241	CBNS 901282	SOO 55095	MNA 901170		
SOO 55247	CBNS 901285	SOO 55096	MNA 901171		

EXHIBIT 4
TO MORTGAGE AND SECURITY
AGREEMENT SUPPLEMENT NO. 5

RELEASED CARS

<u>OWNER</u>	<u>RAILCAR NUMBER</u>
GLC	Destroyed car PLM 20069 Destroyed car SOO 55170 Destroyed car KCS 8583
GLC	PLMX 20062 PLMX 20063 PLMX 20064 PLMX 20065 PLMX 20066 PLMX 20067 PLMX 20068 PLMX 20070 PLMX 20071
GRI	Destroyed car MMRR 1815

**EXHIBIT A
TO MORTGAGE AND SECURITY
AGREEMENT SUPPLEMENT NO. 5**

This Exhibit A is intended to be a complete amendment and restatement of Exhibit A to that certain Mortgage and Security Agreement among the parties hereto dated as of July 28, 1995 filed at the Surface Transportation Board, formerly the Interstate Commerce Commission on July 28, 1995 under recordation number 18916.

This Exhibit A consists of the "Description of Leases and Equipment" (pages 1 through 3) and "Exhibit A.1" (pages 1 through 11).

ANNEX A

DESCRIPTION OF LEASES AND EQUIPMENT

1. Lease Agreement dated as of June 1, 1993 by and between Greenbrier Railcar, Inc., as Lessor, and Alaska Railroad Corporation, as Lessee. (A11-1)
2. Lease Agreement dated as of March 2, 1992, Rider No. 5 dated as of March 2, 1995 by and between Greenbrier Leasing Corporation, as Lessor, and Burlington Northern Railroad Company, as Lessee. (B1-13)
3. Lease Agreement dated as of February 8, 1994 by and between Greenbrier Railcar, Inc., as Lessor, and Chicago Central & Pacific Railroad Company, as Lessee. (C13-1)
4. Lease Agreement dated as of September 11, 1989 by and between Greenbrier Railcar, Inc., as Lessor, and Canadian National Railway Company, as Lessee, as amended by that certain Amendment to Agreement dated as of April 20, 1990, and as amended by that certain Second Amendment to Agreement dated as of August 30, 1991 and as amended by that certain Third Amendment to Lease Agreement to Lease Agreement dated as of April 6, 1994. (C7-1)
5. Rider No. 3 dated August 11, 1994 to Lease Agreement dated as of September 15, 1988 by and between Greenbrier Leasing Corporation, as Lessor, and Desticon Transportation Services, Inc., as Lessee. (D1-3)
6. Lease Agreement dated as of August 10, 1989 by and between Greenbrier Railcar, Inc., as Lessor, and Interail, Inc., as Lessee. (F3-1)
7. Lease Agreement dated as of March 1, 1994 by and between Greenbrier Railcar, Inc., as Lessor, and Interail, Inc., as Lessee. (F3-2)
8. Lease Agreement dated as of March 28, 1994 by and between Greenbrier Railcar, Inc., as Lessor, and Interail, Inc., as Lessee. (F3-3)
9. Amendment No. 4 to Lease Agreement dated as of November 1, 1971 by and between Greenbrier Leasing Corporation, as Lessor, and The Goodyear Tire & Rubber Company and OTD Corporation, together as Lessee. (G2-1)
10. Letter agreement dated as of June 20, 1997 between Greenbrier Leasing Corporation, as Lessor, and Burlington Northern Santa Fe, as Lessee, (G6-6)

11. Lease Agreement dated as of November 1, 1989 by and between Greenbrier Leasing Corporation, as Lessor, and Hampton Lumber Sales Company, as Lessee. (H1-1)
12. Rider No. 3 dated as of September 23, 1996 to Lease Agreement dated as of November 22, 1989 by and between Greenbrier Railcar, Inc., as Lessor, and Illinois Central Railroad Company, as Lessee. (I3-6)
13. Lease Agreement dated as of January 3, 1990 by and between Greenbrier Railcar, Inc., as Lessor, and Indiana and Ohio Central Railroad, as Lessee. (I4-1)
14. Lease Agreement dated as of October 1, 1990, Rider No. 1 also dated October 1, 1990 by and between Greenbrier Leasing Corporation, as Lessor, and Kansas City Southern Railway Company, as Lessee. (K1-2)
15. Lease Agreement dated as of October 1, 1990, Rider No. 3 dated as of February 3, 1992 by and between Greenbrier Leasing Corporation, as Lessor, and Kansas City Southern Railway Company, as Lessee. (K1-3)
16. Lease Agreement dated as of December 1, 1988 by and between Greenbrier Railcar, Inc., as Lessor, and Maryland Midland Railway, Inc., as Lessee. (M4-1)
17. Lease Agreement dated as of April 12, 1991 by and between Greenbrier Leasing Corporation, as Lessor, and Oregon Steel Mills, Inc., as Lessee. (O2-1)
18. Lease Agreement dated as of October 20, 1992 by and between Greenbrier Leasing Corporation, as Lessor, and Oregon Steel Mills, Inc., as Lessee. (O2-3)
19. Cars that are in transition to new leases and cars held for remarketing.
20. Lease Agreement dated as of June 21, 1988 by and between Greenbrier Railcar, Inc., as Lessor, and Railtex, Inc., as Lessee. (R1-1)
21. Rider No. 1 to a Lease Agreement dated as of April 1, 1996, by and between Greenbrier Leasing Corporation, as lessor, and Railtex Service Company, Inc. as lessee (R1-11).
22. Lease Agreement dated as of October 10, 1989 by and between Greenbrier Railcar, Inc., as Lessor, and Railtex, Inc., as Lessee. (R1-2)
23. Rider No. 2 dated as of May 23, 1996 to Lease Agreement dated as of February 20, 1996, amended as of September 17, 1996, by and between Greenbrier Leasing Corporation as lessor and Railtex, Inc. as lessee (R1-7)

24. Rider No. 2 to Lease Agreement dated as of April 1, 1996 by and between Greenbrier Leasing Corporation as lessor and Railtex Service Company, Inc. as lessee (R1-8).
25. Lease Agreement dated as of April 9, 1990 by and between Greenbrier Railcar, Inc., as Lessor, and Southern Pacific Transportation Company, as Lessee. (S1-21)
26. Lease Agreement dated as of September 12, 1988 by and between Greenbrier Leasing Corporation, as Lessor, and Soo Line Railroad Company, as Lessee. (S3-3)
27. Lease Agreement dated as of April 15, 1994 by and between Greenbrier Railcar, Inc., as Lessor, and Wisconsin Central Ltd., as Lessee. (W4-8)
28. The Proceeds Account as it is defined in that certain Note Agreement dated as of May 31, 1994 by and among Greenbrier Leasing Corporation, Greenbrier Railcar, Inc. and The Prudential Insurance Company of America.
29. The Collection Account as it is defined in that certain Note Agreement dated as of May 31, 1994 by and among Greenbrier Leasing Corporation, Greenbrier Railcar, Inc. and The Prudential Insurance Company of America.

EXHIBIT A 1

OWNER CAR
NUMBER

GRI ARR 10900
GRI ARR 10901
GRI ARR 10902
GRI ARR 10903
GRI ARR 10904
GRI ARR 10905
GRI ARR 10907
GRI ARR 10908
GRI ARR 10909
GRI ARR 10910
GRI ARR 10911
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GRI ARR 10940
GRI ARR 10942
GRI ARR 10944
GRI ARR 10945
GRI ARR 10947
GRI ARR 10948

A11-1 43

GLC CRLE 4030
GLC CRLE 4031
GLC CRLE 4032
GLC CRLE 4033

B1-13 4

GRI CC 61041
GRI CC 61044
GRI CC 61049
GRI CC 61051
GRI CC 61052

OWNER CAR
NUMBER

GRI CC 61068
C13-1 6

GRI CRLE 71000
GRI CRLE 71001
GRI CRLE 71002
GRI CRLE 71003
GRI CRLE 71004
GRI CRLE 71005
GRI CRLE 71007
GRI CRLE 71008
GRI CRLE 71009
GRI CRLE 71010
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GRI CRLE 71015
GRI CRLE 71016
GRI CRLE 71017
GRI CRLE 71018
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GRI CRLE 71020
GRI CRLE 71021
GRI CRLE 71022
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GRI CRLE 71054

OWNER CAR
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OWNER CAR
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OWNER CAR
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C7-1 186
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D1-3 31
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GRI NOKL 7503
GRI NOKL 7504

OWNER CAR
NUMBER

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F3-1 49
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OWNER CAR
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GRI NOKL 77069

F3-2 47

GRI NOKL 77000
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OWNER CAR
NUMBER

GRI NOKL 77075
GRI NOKL 77076
GRI NOKL 77077
F3-3 28

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GLC OTDX 6056

OWNER CAR
NUMBER

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**OWNER CAR
NUMBER**

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G2-1 164

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**OWNER CAR
NUMBER**

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GLC WCRC 1182

G6-6 29

GLC CRLE 2483
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GLC CRLE 2489

H1-1 7

GRI IC 532800
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**OWNER CAR
NUMBER**

GRI IC 532828
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GRI IC 532848
GRI IC 532849

I3-6 50

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GRI WCRC 10148

I4-1 19

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GLC KCS 8614

OWNER CAR
NUMBER

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OWNER CAR
NUMBER

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OWNER CAR
NUMBER

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GLC KCS 8795

**OWNER CAR
NUMBER**

GLC	KCS	8796
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GLC	KCS	8798
GLC	KCS	8799
K1-2		196
GLC	KCS	8498
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**OWNER CAR
NUMBER**

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GLC	KCS	8599
K1-3		101
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GRI	WCRC	10149
M4-1		9

**OWNER CAR
NUMBER**

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GLC	CRLE	8564
O2-1		14
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GLC	CRLE	8592
GLC	CRLE	8593
GLC	CRLE	8594
O2-3		24
GLC	CBNS	901180
GLC	CBNS	901182
GLC	CBNS	901187
GLC	CBNS	901194
GLC	CBNS	901196
GLC	CBNS	901197
GLC	CBNS	901213
GLC	CBNS	901220
GLC	CBNS	901223
GLC	CBNS	901227
GLC	CBNS	901241
GLC	CBNS	901244
GLC	CBNS	901246
GLC	CBNS	901251
GLC	CBNS	901253
GLC	CBNS	901260
GLC	CBNS	901266
GLC	CBNS	901277

OWNER CAR
NUMBER

GLC CBNS 901289
GLC CBNS 901290
GLC CBNS 901298
GLC CBNS 901311
GLC CBNS 901312
GLC CBNS 901313
GLC CBNS 901315
GLC MNA 901109
GLC MNA 901118
GLC MNA 901130
GLC MNA 901183
GLC MNA 901190
GLC MNA 901206
GLC MNA 901210
GLC MNA 901211
GLC MNA 901296
GLC SOO 55025
GLC SOO 55026
GLC SOO 55035
GLC SOO 55039
GLC SOO 55044
GLC SOO 55046
GLC SOO 55051
GLC SOO 55053
GLC SOO 55055
GLC SOO 55056
GLC SOO 55058
GLC SOO 55059
GLC SOO 55066
GLC SOO 55081
GLC SOO 55087
GLC SOO 55089
GLC SOO 55094
GLC SOO 55107
GLC SOO 55174
GLC SOO 55201
GLC SOO 55235
GRI GBRX 7601
GRI GBRX 7602
GRI GBRX 7603
GRI GBRX 7604
GRI GBRX 7605
GRI GBRX 7606
GRI GBRX 7607
GRI GBRX 7608
GRI GBRX 7609
GRI GBRX 7610
GRI GBRX 7611
GRI GBRX 7612

OFF LEASE

67

GRI TRAX 4000
GRI TRAX 4002
GRI TRAX 4003
GRI TRAX 4004
GRI TRAX 4005
GRI TRAX 4006
GRI TRAX 4007
GRI TRAX 4008
GRI TRAX 4009

OWNER CAR
NUMBER

GRI TRAX 4010
GRI TRAX 4011
GRI TRAX 4012
GRI TRAX 4013
GRI TRAX 4014
GRI TRAX 4015
GRI TRAX 4016
GRI TRAX 4017
GRI TRAX 4019
GRI TRAX 4033
GRI TRAX 4034
GRI TRAX 4038
GRI TRAX 4040
GRI TRAX 4048
GRI TRAX 4049

R1-1

24

GLC ISRR 8700
GLC ISRR 8701
GLC ISRR 8702
GLC ISRR 8703
GLC ISRR 8704
GLC ISRR 8705
GLC ISRR 8706
GLC ISRR 8707
GLC ISRR 8708
GLC ISRR 8709
GLC ISRR 8710
GLC ISRR 8711
GLC ISRR 8712
GLC ISRR 8713
GLC ISRR 8714
GLC ISRR 8715
GLC ISRR 8716
GLC ISRR 8717
GLC ISRR 8718
GLC ISRR 8719
GLC ISRR 8720
GLC ISRR 8721
GLC ISRR 8722
GLC ISRR 8723
GLC ISRR 8724
GLC ISRR 8725
GLC ISRR 8726
GLC ISRR 8727
GLC ISRR 8728
GLC ISRR 8729
GLC ISRR 8730
GLC ISRR 8731
GLC ISRR 8732
GLC ISRR 8733
GLC ISRR 8734
GLC ISRR 8735
GLC ISRR 8736
GLC ISRR 8737
GLC ISRR 8738
GLC ISRR 8739
GLC ISRR 8740
GLC ISRR 8741
GLC ISRR 8742

OWNER CAR
NUMBER

GLC ISRR 8743
GLC ISRR 8744
GLC ISRR 8745
GLC ISRR 8746
GLC ISRR 8747
GLC ISRR 8748
GLC ISRR 8749
GLC WCRC 65300
GLC WCRC 65301
GLC WCRC 65302
GLC WCRC 65303
GLC WCRC 65304
GLC WCRC 65305
GLC WCRC 65306
GLC WCRC 65307
GLC WCRC 65308
GLC WCRC 65309
GLC WCRC 65310
GLC WCRC 65311
GLC WCRC 65312
GLC WCRC 65313
GLC WCRC 65314
GLC WCRC 65315
GLC WCRC 65316
GLC WCRC 65317
GLC WCRC 65318
GLC WCRC 65319
GLC WCRC 65320
GLC WCRC 65321
GLC WCRC 65322
GLC WCRC 65323
GLC WCRC 65324
GLC WCRC 65325
GLC WCRC 65326
GLC WCRC 65327
GLC WCRC 65328
GLC WCRC 65329
GLC WCRC 65330
GLC WCRC 65331
GLC WCRC 65332
GLC WCRC 65333
GLC WCRC 65334
GLC WCRC 65335
GLC WCRC 65336
GLC WCRC 65337
GLC WCRC 65338
GLC WCRC 65339
GLC WCRC 65340
GLC WCRC 65341
GLC WCRC 65342
GLC WCRC 65343
GLC WCRC 65344
GLC WCRC 65345
GLC WCRC 65346
GLC WCRC 65347
GLC WCRC 65348
GLC WCRC 65349
GLC WCRC 65350
GLC WCRC 65351

OWNER CAR
NUMBER

GLC WCRC 65352
GLC WCRC 65353
GLC WCRC 65354
GLC WCRC 65355
GLC WCRC 65356
GLC WCRC 65357
GLC WCRC 65358
GLC WCRC 65359
GLC WCRC 65360
GLC WCRC 65361
GLC WCRC 65362
GLC WCRC 65363
GLC WCRC 65364
GLC WCRC 65365
GLC WCRC 65366
GLC WCRC 65367
GLC WCRC 65368
GLC WCRC 65369
GLC WCRC 65370
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GLC WCRC 65372
GLC WCRC 65373
GLC WCRC 65374
GLC WCRC 65375
GLC WCRC 65376
GLC WCRC 65377
GLC WCRC 65378
GLC WCRC 65379
GLC WCRC 65380
GLC WCRC 65381
GLC WCRC 65382
GLC WCRC 65383
GLC WCRC 65384
GLC WCRC 65385
GLC WCRC 65386
GLC WCRC 65387
GLC WCRC 65388
GLC WCRC 65389
GLC WCRC 65390
GLC WCRC 65391
GLC WCRC 65392
GLC WCRC 65393
GLC WCRC 65394
GLC WCRC 65395
GLC WCRC 65396
GLC WCRC 65397
GLC WCRC 65398
GLC WCRC 65399

R1-11 150

GRI MMRR 1800
GRI MMRR 1801
GRI MMRR 1802
GRI MMRR 1803
GRI MMRR 1804
GRI MMRR 1805
GRI MMRR 1806
GRI MMRR 1807
GRI MMRR 1808
GRI MMRR 1809

OWNER CAR
NUMBER

GRI MMRR 1810
GRI MMRR 1811
GRI MMRR 1812
GRI MMRR 1814
GRI MMRR 1816

R1-2 15

GLC CBNS 901173
GLC CBNS 901181
GLC CBNS 901185
GLC CBNS 901188
GLC CBNS 901189
GLC CBNS 901191
GLC CBNS 901195
GLC CBNS 901202
GLC CBNS 901203
GLC CBNS 901204
GLC CBNS 901205
GLC CBNS 901212
GLC CBNS 901216
GLC CBNS 901219
GLC CBNS 901222
GLC CBNS 901229
GLC CBNS 901233
GLC CBNS 901235
GLC CBNS 901239
GLC CBNS 901242
GLC CBNS 901248
GLC CBNS 901249
GLC CBNS 901250
GLC CBNS 901254
GLC CBNS 901257
GLC CBNS 901259
GLC CBNS 901263
GLC CBNS 901264
GLC CBNS 901265
GLC CBNS 901270
GLC CBNS 901275
GLC CBNS 901278
GLC CBNS 901279
GLC CBNS 901281
GLC CBNS 901282
GLC CBNS 901285
GLC CBNS 901292
GLC CBNS 901293
GLC CBNS 901294
GLC CBNS 901295
GLC CBNS 901299
GLC CBNS 901308
GLC CBNS 901309
GLC MNA 901100
GLC MNA 901101
GLC MNA 901102
GLC MNA 901103
GLC MNA 901104
GLC MNA 901107
GLC MNA 901108
GLC MNA 901113
GLC MNA 901114
GLC MNA 901116

OWNER CAR
NUMBER

GLC MNA 901120
GLC MNA 901121
GLC MNA 901122
GLC MNA 901123
GLC MNA 901125
GLC MNA 901128
GLC MNA 901132
GLC MNA 901134
GLC MNA 901137
GLC MNA 901141
GLC MNA 901142
GLC MNA 901143
GLC MNA 901147
GLC MNA 901150
GLC MNA 901151
GLC MNA 901152
GLC MNA 901153
GLC MNA 901154
GLC MNA 901155
GLC MNA 901157
GLC MNA 901161
GLC MNA 901163
GLC MNA 901165
GLC MNA 901166
GLC MNA 901167
GLC MNA 901170
GLC MNA 901171
GLC MNA 901175
GLC MNA 901176
GLC MNA 901177
GLC MNA 901179
GLC MNA 901192
GLC MNA 901193
GLC MNA 901198
GLC MNA 901199
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GLC MNA 901201
GLC MNA 901207
GLC MNA 901208
GLC MNA 901209
GLC MNA 901214
GLC MNA 901217
GLC MNA 901221
GLC MNA 901224
GLC MNA 901225
GLC MNA 901226
GLC MNA 901228
GLC MNA 901230
GLC MNA 901231
GLC MNA 901232
GLC MNA 901234
GLC MNA 901240
GLC MNA 901245
GLC MNA 901247
GLC MNA 901255
GLC MNA 901256
GLC MNA 901258
GLC MNA 901261
GLC MNA 901262

**OWNER CAR
NUMBER**

GLC MNA 901267
GLC MNA 901269
GLC MNA 901271
GLC MNA 901272
GLC MNA 901273
GLC MNA 901283
GLC MNA 901284
GLC MNA 901286
GLC MNA 901301
GLC MNA 901305
GLC MNA 901306
GLC MNA 901307
GLC MNA 901314
GLC MNA 901316

R1-7 126

GLC CBNS 1301
GLC CBNS 1302
GLC CBNS 1303
GLC CBNS 1304
GLC CBNS 1305
GLC CBNS 1306
GLC CBNS 1307
GLC CBNS 1308
GLC CBNS 1309
GLC CBNS 1310
GLC CBNS 1311
GLC CBNS 1312
GLC CBNS 1313
GLC CBNS 1314
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GLC CBNS 1320
GLC CBNS 1321
GLC CBNS 1322
GLC CBNS 1323
GLC CBNS 1324
GLC CBNS 1325
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GLC CBNS 1327
GLC CBNS 1328
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GLC CBNS 1330
GLC CBNS 1331
GLC CBNS 1332
GLC CBNS 1333
GLC CBNS 1334
GLC CBNS 1335
GLC CBNS 1336
GLC CBNS 1337
GLC CBNS 1338
GLC CBNS 1339
GLC CBNS 1340
GLC CBNS 1341
GLC CBNS 1342
GLC CBNS 1343
GLC CBNS 1344

**OWNER CAR
NUMBER**

GLC CBNS 1345
GLC CBNS 1346
GLC CBNS 1347
GLC CBNS 1348
GLC CBNS 1349
GLC CBNS 1350
GLC CBNS 1351
GLC CBNS 1352
GLC CBNS 1353
GLC CBNS 1354
GLC CBNS 1355
GLC CBNS 1356
GLC CBNS 1357
GLC CBNS 1358
GLC CBNS 1359
GLC CBNS 1360
GLC CBNS 1361
GLC CBNS 1362
GLC CBNS 1363
GLC CBNS 1364
GLC CBNS 1365
GLC CBNS 1366
GLC CBNS 1367
GLC CBNS 1368
GLC CBNS 1369
GLC CBNS 1370
GLC CBNS 1371
GLC CBNS 1372
GLC CBNS 1373
GLC CBNS 1374
GLC CBNS 1375
GLC CBNS 1376
GLC CBNS 1377
GLC CBNS 1378
GLC CBNS 1379
GLC CBNS 1380
GLC CBNS 1381
GLC CBNS 1382
GLC CBNS 1383
GLC CBNS 1384
GLC CBNS 1385
GLC CBNS 1386
GLC CBNS 1387
GLC CBNS 1388
GLC CBNS 1389

R1-8 89

GRI CRLE 80000
GRI CRLE 80001
GRI CRLE 80002
GRI CRLE 80003
GRI CRLE 80004
GRI CRLE 80005
GRI CRLE 80006
GRI CRLE 80007
GRI CRLE 80008
GRI CRLE 80009
GRI CRLE 80010
GRI CRLE 80011
GRI CRLE 80012

**OWNER CAR
NUMBER**

GRI CRLE 80013
GRI CRLE 80014
GRI CRLE 80015
GRI CRLE 80016
GRI CRLE 80017
GRI CRLE 80018
GRI CRLE 80019
GRI CRLE 80020
GRI CRLE 80021
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GRI CRLE 80048
GRI CRLE 80049
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GRI CRLE 80057
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GRI CRLE 80063
GRI CRLE 80064
GRI CRLE 80065
GRI CRLE 80066
GRI CRLE 80067
GRI CRLE 80068
GRI CRLE 80069
GRI CRLE 80070
GRI CRLE 80071
GRI CRLE 80072

OWNER CAR
NUMBER

GRI CRLE 80073
GRI CRLE 80074
GRI CRLE 80075
GRI CRLE 80076
GRI CRLE 80077
GRI CRLE 80078
GRI CRLE 80079
GRI CRLE 80080
GRI CRLE 80081
GRI CRLE 80082
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GRI CRLE 80084
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GRI CRLE 80093
GRI CRLE 80094
GRI CRLE 80095
GRI CRLE 80096
GRI CRLE 80097
GRI CRLE 80098
GRI CRLE 80099
GRI CRLE 80100
GRI CRLE 80101
RI CRLE 80102
RI CRLE 80103
GRI CRLE 80104
GRI CRLE 80105
GRI CRLE 80106
GRI CRLE 80107
GRI CRLE 80108
GRI CRLE 80109
GRI CRLE 80110
GRI CRLE 80111
GRI CRLE 80112
GRI CRLE 80113
GRI CRLE 80115

S1-21

114

GLC SOO 55031
GLC SOO 55032
GLC SOO 55037
GLC SOO 55047
GLC SOO 55049
GLC SOO 55060
GLC SOO 55064
GLC SOO 55065
GLC SOO 55068
GLC SOO 55069
GLC SOO 55076
GLC SOO 55078
GLC SOO 55080
GLC SOO 55093
GLC SOO 55097
GLC SOO 55099

OWNER CAR
NUMBER

GLC SOO 55101
GLC SOO 55103
GLC SOO 55115
GLC SOO 55118
GLC SOO 55120
GLC SOO 55121
GLC SOO 55128
GLC SOO 55138
GLC SOO 55140
GLC SOO 55194
GLC SOO 55195
GLC SOO 55196
GLC SOO 55210
GLC SOO 55227
GLC SOO 55233
GLC SOO 55239
GLC SOO 55246

S3-3

33

GRI WC 250
GRI WC 251
GRI WC 252
GRI WC 253
GRI WC 254
GRI WC 255
GRI WC 256
GRI WC 257
GRI WC 258
GRI WC 259
GRI WC 260
GRI WC 261
GRI WC 262
GRI WC 263
GRI WC 264
GRI WC 265
GRI WC 266
GRI WC 267
GRI WC 268
GRI WC 269
GRI WC 270
GRI WC 271
GRI WC 272
GRI WC 273

W4-8

24

OWNER CAR
NUMBER



OWNER *CAR*
(*NUMBER*

Total Cars 1,649

OWNER *CAR*
 NUMBER

OWNER *CAR*
 NUMBER